

JUPITER WAGONS LIMITED

CIN : U35202WB2006PLC110822

26 February 2019

To,

Rakesh Parekh,
Special Assistant,
Listing Compliance,
BSE Limited, P J Towers,
Dalal Street,
Mumbai - 400001

Dear Sir

Re: Disclosure dated 5 February 2019 made by Jupiter Wagons Limited (“JWL”) and submitted to Commercial Engineers & Body Builders Co. Limited (“Company”) and the stock exchanges in relation to creation of encumbrance (by way of a pledge) on 61,27,142 equity shares (6.85%) of the Company held by JWL (“Encumbrance Disclosure”) under Regulation 31(1) of the Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Re: Security ID: CEBBCO

Security Code: 533272

1. This has reference to your queries dated 18 February 2019, 20 February 2019 and 22 February 2019 in connection with the disclosure under Regulation 31 (1) of the Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 submitted by us to the Company, BSE Limited and National Stock Exchange of India Limited (copy enclosed again) and various responses provided by us (through the Company) dated 18 February 2019 and 20 February 2019 (query raised on 22 February 2019 being responded to by this letter).
2. In this connection, we wish to reiterate as follows:
 - (a) JWL only holds 4,06,66,835 equity shares in the Company which aggregates to 45.45% of the total issued and paid up share capital of the Company;
 - (b) JWL has entered into a non disposal undertaking with Axis Bank Limited (“**Axis Bank**”) with respect to its entire shareholding of 4,06,66,835 equity shares in the Company; and
 - (c) further, JWL has created a pledge in favour of Avendus Finance Private Limited (“**Avendus Finance**”) on 61,27,142 equity shares (6.85%) which form a part of the 4,06,66,835 equity shares held by JWL in the Company (“**Pledge**”).
3. Please also note that the prior approval of Axis Bank Limited has been obtained and submitted to Avendus Finance, for creation of Pledge in favour of Avendus Finance.
4. We trust that the aforementioned provides you with the requisite clarification that has been sought.

For Jupiter Wagons Limited



Vivek Lohia
Director
Encl: as above

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC)					Commercial Engineers & Body Builders Co. Limited (“ Company ”)								
Names of the stock exchanges where the shares of the target company are listed					The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.								
Date of reporting					5 February 2019								
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					Jupiter Wagons Limited (“ JWL ”)								
Details of the creation of encumbrance/ invocation/ release:					JWL: Creation of encumbrance by way of a pledge on 61,27,142 equity shares of the Company which aggregates to 6.85% of the total issued and paid up share capital of the Company in favour of Avendus Finance Private Limited (as the lender) (“ Avendus Finance ”), effective from 31 January 2019.								
Name of the promoter (s) or PACs with him*		Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)						Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital

Kailash Chand Gupta (###)	Nil	0.00 %	Nil	0.00%	Not Applicable (“NA”)	-	-	-	-	-	-	-	-
Rekha Gupta (###)	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Nandini Malpani (on behalf of Jashn Beneficiary Trust) (###)	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Commercial Automobiles Private Limited (“CAPL”) (###)	Nil	0.00 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Shalini Gupta	58,030	0.11 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-
Jupiter Wagons Limited^^^	4,06,66,835	45.45 %	4,06,66,835	45.45%	Creation	January 31, 2019	Pledge	Security interest for the loan availed by JWL from Avendus Finance	61,27,142	6.85%	Avendus Fiannce (lender) VISTRA ITCL (India) Limited (security trustee)	4,06,66,835(+++)	45.45 %(+++)
Jupiter Forgings & Steel Private Limited (“JFSPL”)^^^	9,71,504	1.09 %	9,71,504	1.09%	NA	-	-	-	-	-	-	9,71,504	1.09 %
Murari Lal Lohia^^^ (“ML Lohia”)	12,95,336	1.45 %	Nil	0.00%	NA	-	-	-	-	-	-	-	-

Murari Lal Lohia Hindu Undivided Family (“ ML HUF ”) ^{y^^^}	45,33,678	5.07%	39,97,816	4.47%	NA	-	-	-	-	-	-	39,97,816	4.47%
Tatravagonka A.S (“ Tatravagonka ”) ^{^^^} .	68,00,518	7.60%	Nil	0.00%	NA	-	-	-	-	-	-	-	-

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

^{^^} JWL, JFSPL, ML Lohia, ML Lohia HUF and Tatravagonka have become promoters of the Company on January 22, 2019.

^(###) The board of directors of the Company have at its board meeting held on December 1, 2018, accepted the request for reclassification of (i) Kailash Chand Gupta; (ii) Rekha Gupta; (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust); and (iv) CAPL from promoter and promoter group category and for them to cease to be promoters of the Company. The Company is in the process of getting, (i) Kailash Chand Gupta; (ii) Rekha Gupta; (iii) Nandini Malpani (on behalf of Jashn Beneficiary Trust); and (iv) CAPL reclassified from ‘promoter and promoter group’ category in accordance with Regulation 31A of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

⁽⁺⁺⁺⁾ As of the date of this disclosure, JWL has created the following encumbrances in relation to the 4,06,66,835 equity shares which aggregates to 45.45% of the total issued and paid up share capital of the Company, (i) non disposal undertaking, effective from January 22, 2019, with respect to 4,06,66,835 equity shares which aggregate to 45.45% of the total issued and paid up share capital of the Company in favour of Axis Bank Limited (as has been already disclosed by way of a disclosure dated January 28, 2019); and (ii) creation of a pledge on 61,27,142 equity shares of the Company which aggregates to 6.85% of the total issued and paid up share capital of the Company in favour of Aventus Finance, effective from January 31, 2019.

For Jupiter Wagons Limited



Name: Vivek Lohia

Designation: Director

Authorised Signatory

Date: February 5, 2019

Place: Kolkata